

RECORDATION NO. 20453  
JAN 20 1997 1 25 PM

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RECORDATION NO. 20453 - A B  
JAN 20 1997 1 25 PM

January 6, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two copies each of the following three documents: (1) a Full Service Lease Agreement dated as of August 1, 1996, (2) Rider #199602-GENR2, dated as of August 1, 1996 (the "Rider") and (3) a Lease Assignment, Management and Escrow Agreement, dated December 30, 1996, the first being a primary document and the others all being secondary documents related thereto, as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Full Service Lease Agreement and Rider

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	General Mills Operations, Inc. P.O. Box 1113 #1 General Mills Boulevard Minneapolis, MN 55426

Counterparts - 2 each of 20453

Lease Assignment

Assignor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

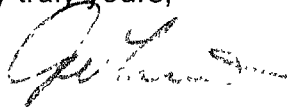
Assignee: The Vaughn Group, Ltd.  
8250 Beckett Park Drive  
Hamilton, Ohio 45011

A description of the railroad equipment covered by the enclosed documents is attached hereto as Exhibit A

Also enclosed is a check in the amount of \$66.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg  
Enclosures

EXHIBIT A		
GENERAL MILLS #199602-GENR2		
1	BAEX	186
2	BAEX	187
3	BAEX	188
4	BAEX	191
5	BAEX	192
6	BAEX	196
7	BAEX	197
8	BAEX	198
9	BAEX	230
10	BAEX	231

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This Rider to the Lease Agreement made as of August 1, 1996, between Lessor and General Mills Operations, Inc. ("Lessee") is made on August 1, 1996. FILED 1425

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Lessor and Lessee agree as follows:

1. All terms defined in the Lease shall have the meanings as defined therein when used in this schedule.
2. Lessor hereby leases the following Cars to Lessee subject to the terms and conditions of the Lease and this Rider.

Car Numbers: See Attached Exhibit "A".

3. The term of the Lease with respect to each Car described in this Rider shall commence on date of placement and shall continue as to all of the Cars described in this Rider until November 30, 2002.
4. The fixed rent shall be Five Hundred Dollars (\$500.00) per Car per month for each full calendar month. The pro-rata rental rate for any Car not subject to an entire month shall be Sixteen Dollars and Forty-Four Cents (\$16.44) per day for such Car during such month.
5. Lessee has no responsibility for gate hatch cover repairs to Cars identified in Attached Exhibit "A"

Lessor

THE ANDERSONS, INC.

By: Rakesh H. SinghTitle: VP and GM Rail and Fab DivisionDate: 11/25/96Lessee

GENERAL MILLS OPERATIONS, INC. 

By: MundTitle: VICE PRESIDENTDate: 12/19/96

CERTIFIED  
COPY

<b>EXHIBIT A</b> <b>GENERAL MILLS #199602-GENR2</b>		
<b>1</b>	<b>BAEX</b>	<b>186</b>
<b>2</b>	<b>BAEX</b>	<b>187</b>
<b>3</b>	<b>BAEX</b>	<b>188</b>
<b>4</b>	<b>BAEX</b>	<b>191</b>
<b>5</b>	<b>BAEX</b>	<b>192</b>
<b>6</b>	<b>BAEX</b>	<b>196</b>
<b>7</b>	<b>BAEX</b>	<b>197</b>
<b>8</b>	<b>BAEX</b>	<b>198</b>
<b>9</b>	<b>BAEX</b>	<b>230</b>
<b>10</b>	<b>BAEX</b>	<b>231</b>

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## CERTIFICATION

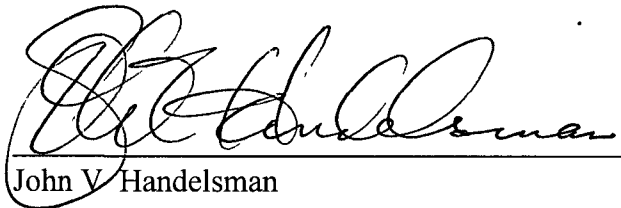
Personally appearing before me, the undersigned notary public, John V. Handelsman, being duly sworn, deposes and says upon oath as follows:

1 That he is a Member of The Vaughn Group, Ltd., an Ohio limited liability company, created and existing under the laws of the State of Ohio (the "Company"), that this affidavit is given upon his personal knowledge, and that the facts herein stated are true; and

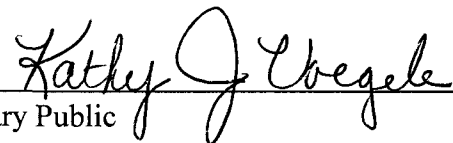
2. That as a Member of the Company he is authorized to act on behalf of the Company, and

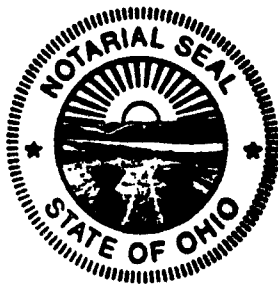
3. That attached hereto is a true and correct copy of Rider #199602-GENR2 to that certain Full Service Lease Agreement between The Andersons, Inc , as Lessor and General Mills Operations, Inc. as Lessee and related documents and any and all amendments thereto, collectively the agreements ("Agreements"), and

4 That said Agreements are in full force and effect, and there have been no amendments or modifications of said articles or Agreements except for such amendment or modification as are attached hereto.

  
John V Handelsman

Sworn to and subscribed before me this 3rd day of January, 1997.

  
Notary Public



**KATHY J. VOEGELE**  
Notary Public, State of Ohio  
My Commission Expires Aug. 16, 2000